

This form (filled in and signed by the shareholder – natural person and accompanied by a copy of the identity card thereof / filled in and signed by the legal representative of the shareholder – legal person, accompanied by a copy of the identity card thereof, as well as by the official document certifying his/her capacity of legal representative – ex.: Articles of Incorporation, excerpt/ascertaining certificate issued by the Trade registry or any other proof issued by a competent authority, not older than 30 days, and by the official document evidencing the capacity of legal representative of the shareholder – legal person), must be registered at the Company’s headquarters, in original, by mail or by courier, by no later than **October 24, 2012, 11:00 o’clock**, at the Company’s headquarters in Năvodari, 215 Năvodari Blvd., Administrative Facility, Constanța county.

**POSTAL BALLOT PAPER FORM**  
**for the EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF**  
**S.C. ROMPETROL RAFINARE S.A.**

**Convened on October 26<sup>th</sup>, 2012 (October 29<sup>th</sup>, 2012 – the second convened meeting)**

I/The undersigned \_\_\_\_\_  
*(Name, first name/name of the represented shareholder, in capital letters)*

domiciled / headquartered in \_\_\_\_\_ no. \_\_\_\_\_ street,  
building \_\_\_\_, \_\_\_\_<sup>th</sup> floor, ap. \_\_\_\_, district/county \_\_\_\_\_, country \_\_\_\_\_,  
identified by ID card/Passport/Residence Permit series\_\_\_\_, no. \_\_\_\_\_, issued by  
\_\_\_\_\_, on \_\_\_\_\_, valid until \_\_\_\_\_, personal identification  
number \_\_\_\_\_ / registered with the \_\_\_\_\_ Trade Registry under no.  
\_\_\_\_\_, sole registration code \_\_\_\_\_, duly represented by

Mr./Mrs. \_\_\_\_\_, domiciled / headquartered in  
\_\_\_\_\_, \_\_\_\_\_ no. \_\_\_\_\_ street, building \_\_\_\_, \_\_\_\_<sup>th</sup> floor, ap. \_\_\_\_,  
district/county \_\_\_\_\_, country \_\_\_\_\_, identified by ID card/Passport/Residence  
Permit series\_\_\_\_, no. \_\_\_\_\_, issued by \_\_\_\_\_, on \_\_\_\_\_, valid  
until \_\_\_\_\_, personal identification number \_\_\_\_\_ / registered with the  
\_\_\_\_\_ Trade Registry under no. \_\_\_\_\_, sole registration code  
\_\_\_\_\_.

holder of a number of \_\_\_\_\_ book-entered shares, of a face value of Lei 0.10,  
issued by **S.C. Rompetrol Rafinare S.A.**, a company registered with the Constanța Trade Registry  
under no. J 13/534/1991, sole registration code 1860712, conferring the right to a number of  
\_\_\_\_\_ votes in the General Meeting of Shareholders, out of the  
aggregate number of 44,109,205,726 shares/votes, representing \_\_\_\_\_% of the share  
capital,

Pursuant to article 18, par. 2 of the NSC Regulations no. 6/2009, do hereby exercise by mail the voting  
rights ancillary to the owned shares registered with the Company’s Registry of Shareholders **on the  
reference date October 17<sup>th</sup>, 2012**, with respect to the items of the agenda of the **Extraordinary  
General Meeting of Shareholders (“EGMS”) of S.C. Rompetrol Rafinare S.A. (hereinafter  
referred to as the “Company”)**, which shall be held on **October 26<sup>th</sup>, 2012, 11:00 o’clock, at the  
Company’s headquarters located in Năvodari, 215 Năvodari Blvd., Administrative Facility,  
Constanța county**, or on the date of the second convened session of the Extraordinary General Meeting  
(October 29<sup>th</sup>, 2012), in the event that the first session cannot be actually held, as follows [*please check  
off the option in the corresponding column*]:

This form (filled in and signed by the shareholder – natural person and accompanied by a copy of the identity card thereof / filled in and signed by the legal representative of the shareholder – legal person, accompanied by a copy of the identity card thereof, as well as by the official document certifying his/her capacity of legal representative – ex.: Articles of Incorporation, excerpt/ascertaining certificate issued by the Trade registry or any other proof issued by a competent authority, not older than 30 days, and by the official document evidencing the capacity of legal representative of the shareholder – legal person), must be registered at the Company’s headquarters, in original, by mail or by courier, by no later than **October 24, 2012, 11:00 o’clock**, at the Company’s headquarters in Năvodari, 215 Năvodari Blvd., Administrative Facility, Constanța county.

**1. The ratifying of the Company’s Addenda no. 3 to the Loan Agreement no. 448 concluded on September 20<sup>th</sup> 2010, between the Company and Rompetrol Group N.V., a significant shareholder of the Company, with registered office in Strawinskyiaan 807 Tower A-8, 1077XX, Netherlands, registered in the Trade Register in Amsterdam under no. 24297754 („The Loan Agreement”), extended and modified by Addendum no. 1 of 20.09.2011, approved by EGM Decision no. 4 of 10.10.2011 and by Addendum no. 2 of 2.05.2012, approved by EGM Decision no. 2 of 29.06.2012 (having as object the amount of USD 400.000.000).**

For \_\_\_\_\_ Against \_\_\_\_\_ Abstention \_\_\_\_\_

**2. In case during the elections set up under point 2 on the OGM agenda, no candidacies are submitted and the 2 directors are not elected in order to reach the number of 5 members of the Board, as set forth in Article 14.1 of the Company’s Articles of Incorporation, approval of reducing the number of the Board members from 5 to 3 members.**

For \_\_\_\_\_ Against \_\_\_\_\_ Abstention \_\_\_\_\_

**3. Depending on the Decision made under point 2 of this meeting agenda, the approval of the modification and/or completion of the Company’s Articles of Incorporation to reflect the changes according to Article 14.1. of the Articles of Incorporation.**

**Article 14.1. of the Articles of Incorporation shall be modified as follows:**

*“Article 14.1 The Company’s activity is conducted by a Board of Directors made up of 3 (three) members, named by the Ordinary Meeting of the Shareholders. The members can also be shareholders of the company, natural or legal persons, with Romanian or foreign citizenship or nationality. The Directors shall appoint from among them a person to act as President of the Board of Directors. When a legal person is chosen as Director, at the moment of the respective appointing, the legal person must appoint a natural person as permanent representative”.*

For \_\_\_\_\_ Against \_\_\_\_\_ Abstention \_\_\_\_\_

**4. Approval of the date November 13<sup>th</sup>, 2012, as registration date, as described in Article 238 paragraph (1) of Law no. 297/2004, for identification of the shareholders who fall under the provisions of this EGM.**

For \_\_\_\_\_ Against \_\_\_\_\_ Abstention \_\_\_\_\_

**5. Mr. Arman Kairdenov’s commissioning as member of the Board of Directors and Chief Executive Officer of the Company, with the possibility of mandating third parties, including lawyers, to conclude and/or sign on behalf of the Company and of the shareholders the decisions to be made by this EGM and to take all the legal actions for registration, advertisement, enforceability, execution and publication of the decisions made, including for**

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**updating and signing the Company’s Articles of Incorporation on behalf of the shareholders, as the case may be.**

For \_\_\_\_\_ Against \_\_\_\_\_ Abstention \_\_\_\_\_

*The shareholder undertakes full liability for the correct filling and safe transmission of this voting form.*

Do hereby enclose:

- i) a copy of the valid identification document<sup>1</sup> (identity card/Passport/Residence Permit)
- ii) Ascertaining certificate issued by the Trade Registry, not older than 30 days<sup>2</sup>, or any other proof issued by a competent authority regarding the identity of the legal representative of the shareholder legal person
- iii) Copy of the identity card of the attorney-in fact (identity card/Passport/Residence Permit) *(if the case may be)*
- iv) Special power of attorney for the attorney-in fact, in original form *(if the case may be)*
- v) Telephone number for contact \_\_\_\_\_

Date: \_\_\_\_\_

*Name, surname of the shareholder natural person or of the legal representative of the shareholder legal person (clearly written, in capital letters)*

<sup>3</sup> \_\_\_\_\_

<sup>4</sup> \_\_\_\_\_

*(signature)*

**Vote annulment criteria:**

- *The failure to check off any of the voting options “For”, “Against” or “Abstention” for the proposal submitted to vote shall result into the annulment of the vote;*
- *The check-off of two or of three of the voting options “For”, “Against” or “Abstention” for the proposal submitted to vote shall result into the annulment of the vote.*

<sup>1</sup> *In case of a shareholder natural person*

<sup>2</sup> *In case of a shareholder legal person*

<sup>3</sup> *In the case of a shareholder legal person, the position of the legal representative shall also be specified*

<sup>4</sup> *In the case of a shareholder legal person, the valid stamp shall also be applied*